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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

Bed Bath & Beyond Inc.,

Debtor.¹

Tax I.D. No. 11-2250488

Chapter 11

Case No. 23-13359 (VFP)

In re:

Alamo Bed Bath & Beyond Inc.,

Debtor.

Tax I.D. No. 22-3520408

Chapter 11

Case No. 23-13360 (VFP)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

<p>In re:</p> <p>BBB Canada LP Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-1607777</p>	<p>Chapter 11</p> <p>Case No. 23-13361 (VFP)</p>
<p>In re:</p> <p>BBB Value Services Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-1775809</p>	<p>Chapter 11</p> <p>Case No. 23-13362 (VFP)</p>
<p>In re:</p> <p>BBBY Management Corporation,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3259534</p>	<p>Chapter 11</p> <p>Case No. 23-13363 (VFP)</p>
<p>In re:</p> <p>BBBYCF LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-0835533</p>	<p>Chapter 11</p> <p>Case No. 23-13364 (VFP)</p>
<p>In re:</p> <p>BBBYTF LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-1726838</p>	<p>Chapter 11</p> <p>Case No. 23-13365 (VFP)</p>
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<p>In re:</p> <p>Bed Bath & Beyond of Arundel Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3732626</p>	<p>Chapter 11</p> <p>Case No. 23-13367 (VFP)</p>
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In re: Bed Bath & Beyond of Birmingham Inc., Debtor. Tax I.D. No. 22-3520327	Chapter 11 Case No. 23-13369 (VFP)
In re: Bed Bath & Beyond of Bridgewater Inc., Debtor. Tax I.D. No. 22-3665533	Chapter 11 Case No. 23-13370 (VFP)
In re: Bed Bath & Beyond of California Limited Liability Company, Debtor. Tax I.D. No. 22-3612362	Chapter 11 Case No. 23-13371 (VFP)
In re: Bed Bath & Beyond of Davenport Inc., Debtor. Tax I.D. No. 22-3694074	Chapter 11 Case No. 23-13372 (VFP)
In re: Bed Bath & Beyond of East Hanover Inc., Debtor. Tax I.D. No. 22-3531176	Chapter 11 Case No. 23-13373 (VFP)
In re: Bed Bath & Beyond of Edgewater Inc., Debtor. Tax I.D. No. 22-3463618	Chapter 11 Case No. 23-13374 (VFP)
In re: Bed Bath & Beyond of Falls Church, Inc., Debtor. Tax I.D. No. 22-3282908	Chapter 11 Case No. 23-13375 (VFP)

In re: Bed Bath & Beyond of Fashion Center, Inc., Debtor. Tax I.D. No. 22-3207852	Chapter 11 Case No. 23-13376 (VFP)
In re: Bed Bath & Beyond of Frederick, Inc., Debtor. Tax I.D. No. 22-3590889	Chapter 11 Case No. 23-13377 (VFP)
In re: Bed Bath & Beyond of Gaithersburg Inc., Debtor. Tax I.D. No. 22-3366406	Chapter 11 Case No. 23-13378 (VFP)
In re: Bed Bath & Beyond of Gallery Place L.L.C., Debtor. Tax I.D. No. 26-2188791	Chapter 11 Case No. 23-13379 (VFP)
In re: Bed Bath & Beyond of Knoxville Inc., Debtor. Tax I.D. No. 22-3520403	Chapter 11 Case No. 23-13380 (VFP)
In re: Bed Bath & Beyond of Lexington Inc., Debtor. Tax I.D. No. 22-3590888	Chapter 11 Case No. 23-13381 (VFP)
In re: Bed Bath & Beyond of Lincoln Park Inc., Debtor. Tax I.D. No. 22-3308893	Chapter 11 Case No. 23-13382 (VFP)

In re: Bed Bath & Beyond of Louisville Inc., Debtor. Tax I.D. No. 22-3732624	Chapter 11 Case No. 23-13383 (VFP)
In re: Bed Bath & Beyond of Mandeville Inc., Debtor. Tax I.D. No. 22-3665531	Chapter 11 Case No. 23-13384 (VFP)
In re: Bed Bath & Beyond of Opry Inc., Debtor. Tax I.D. No. 22-3700264	Chapter 11 Case No. 23-13385 (VFP)
In re: Bed Bath & Beyond of Overland Park Inc., Debtor. Tax I.D. No. 22-3366404	Chapter 11 Case No. 23-13386 (VFP)
In re: Bed Bath & Beyond of Palm Desert Inc., Debtor. Tax I.D. No. 22-3320152	Chapter 11 Case No. 23-13387 (VFP)
In re: Bed Bath & Beyond of Paradise Valley Inc., Debtor. Tax I.D. No. 22-3386576	Chapter 11 Case No. 23-13388 (VFP)
In re: Bed Bath & Beyond of Pittsford Inc., Debtor. Tax I.D. No. 22-3476881	Chapter 11 Case No. 23-13389 (VFP)

<p>In re:</p> <p>Bed Bath & Beyond of Portland Inc., Debtor.</p> <p>Tax I.D. No. 22-3518153</p>	<p>Chapter 11</p> <p>Case No. 23-13390 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Rockford Inc., Debtor.</p> <p>Tax I.D. No. 22-3451065</p>	<p>Chapter 11</p> <p>Case No. 23-13391 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Towson Inc., Debtor.</p> <p>Tax I.D. No. 22-3321854</p>	<p>Chapter 11</p> <p>Case No. 23-13392 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Virginia Beach Inc., Debtor.</p> <p>Tax I.D. No. 22-3452326</p>	<p>Chapter 11</p> <p>Case No. 23-13393 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Waldorf Inc., Debtor.</p> <p>Tax I.D. No. 22-3590890</p>	<p>Chapter 11</p> <p>Case No. 23-13394 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Woodbridge Inc., Debtor.</p> <p>Tax I.D. No. 22-3531179</p>	<p>Chapter 11</p> <p>Case No. 23-13395 (VFP)</p>
<p>In re:</p> <p>bed 'n bath Stores Inc., Debtor.</p> <p>Tax I.D. No. 22-2732034</p>	<p>Chapter 11</p> <p>Case No. 23-13396 (VFP)</p>

In re: Bed, Bath & Beyond of Manhattan, Inc., Debtor. Tax I.D. No. 22-3152956	Chapter 11 Case No. 23-13397 (VFP)
In re: Buy Buy Baby of Rockville, Inc., Debtor. Tax I.D. No. 52-1966272	Chapter 11 Case No. 23-13398 (VFP)
In re: Buy Buy Baby of Totowa, Inc., Debtor. Tax I.D. No. 26-2198098	Chapter 11 Case No. 23-13399 (VFP)
In re: Buy Buy Baby, Inc., Debtor. Tax I.D. No. 52-1942010	Chapter 11 Case No. 23-13400 (VFP)
In re: BWAO LLC, Debtor. Tax I.D. No. 45-5291562	Chapter 11 Case No. 23-13401 (VFP)
In re: Chef C Holdings LLC, Debtor. Tax I.D. No. 81-5106069	Chapter 11 Case No. 23-13402 (VFP)
In re: Decorist, LLC, Debtor. Tax I.D. No. 46-1344917	Chapter 11 Case No. 23-13403 (VFP)

In re: Deerbrook Bed Bath & Beyond Inc., Debtor. Tax I.D. No. 22-3590895	Chapter 11 Case No. 23-13404 (VFP)
In re: Harmon of Brentwood, Inc., Debtor. Tax I.D. No. 22-3044214	Chapter 11 Case No. 23-13405 (VFP)
In re: Harmon of Caldwell, Inc., Debtor. Tax I.D. No. 22-2971648	Chapter 11 Case No. 23-13406 (VFP)
In re: Harmon of Carlstadt, Inc., Debtor. Tax I.D. No. 51-0459065	Chapter 11 Case No. 23-13407 (VFP)
In re: Harmon of Franklin, Inc., Debtor. Tax I.D. No. 30-0109738	Chapter 11 Case No. 23-13408 (VFP)
In re: Harmon of Greenbrook II, Inc., Debtor. Tax I.D. No. 30-0109743	Chapter 11 Case No. 23-13409 (VFP)
In re: Harmon of Hackensack, Inc., Debtor. Tax I.D. No. 22-3124535	Chapter 11 Case No. 23-13410 (VFP)

<p>In re:</p> <p>Harmon of Hanover, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2985485</p>	<p>Chapter 11</p> <p>Case No. 23-13411 (VFP)</p>
<p>In re:</p> <p>Harmon of Hartsdale, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 16-1622588</p>	<p>Chapter 11</p> <p>Case No. 23-13412 (VFP)</p>
<p>In re:</p> <p>Harmon of Manalapan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2717942</p>	<p>Chapter 11</p> <p>Case No. 23-13413 (VFP)</p>
<p>In re:</p> <p>Harmon of Massapequa, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3819949</p>	<p>Chapter 11</p> <p>Case No. 23-13414 (VFP)</p>
<p>In re:</p> <p>Harmon of Melville, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3785648</p>	<p>Chapter 11</p> <p>Case No. 23-13415 (VFP)</p>
<p>In re:</p> <p>Harmon of New Rochelle, Inc.</p> <p>Debtor.</p> <p>Tax I.D. No. 32-0114673</p>	<p>Chapter 11</p> <p>Case No. 23-13416 (VFP)</p>
<p>In re:</p> <p>Harmon of Newton, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0119775</p>	<p>Chapter 11</p> <p>Case No. 23-13417 (VFP)</p>

In re: Harmon of Old Bridge, Inc., Debtor. Tax I.D. No. 22-2822762	Chapter 11 Case No. 23-13418 (VFP)
In re: Harmon of Plainview, Inc., Debtor. Tax I.D. No. 30-0244515	Chapter 11 Case No. 23-13419 (VFP)
In re: Harmon of Raritan, Inc., Debtor. Tax I.D. No. 22-3785646	Chapter 11 Case No. 23-13420 (VFP)
In re: Harmon of Rockaway, Inc., Debtor. Tax I.D. No. 22-2822765	Chapter 11 Case No. 23-13421 (VFP)
In re: Harmon of Shrewsbury, Inc., Debtor. Tax I.D. No. 22-3248849	Chapter 11 Case No. 23-13422 (VFP)
In re: Harmon of Totowa, Inc., Debtor. Tax I.D. No. 22-3044269	Chapter 11 Case No. 23-13423 (VFP)
In re: Harmon of Wayne, Inc., Debtor. Tax I.D. No. 22-3044316	Chapter 11 Case No. 23-13424 (VFP)

In re: Harmon of Westfield, Inc., Debtor. Tax I.D. No. 20-0002851	Chapter 11 Case No. 23-13425 (VFP)
In re: Harmon of Yonkers, Inc., Debtor. Tax I.D. No. 56-6620371	Chapter 11 Case No. 23-13426 (VFP)
In re: Harmon Stores, Inc., Debtor. Tax I.D. No. 22-2036555	Chapter 11 Case No. 23-13427 (VFP)
In re: Liberty Procurement Co. Inc., Debtor. Tax I.D. No. 52-2279383	Chapter 11 Case No. 23-13428 (VFP)
In re: Of a Kind, Inc., Debtor. Tax I.D. No. 27-2056492	Chapter 11 Case No. 23-13429 (VFP)
In re: One Kings Lane LLC, Debtor. Tax I.D. No. 27-1434759	Chapter 11 Case No. 23-13430 (VFP)
In re: San Antonio Bed Bath & Beyond Inc., Debtor. Tax I.D. No. 22-3504701	Chapter 11 Case No. 23-13431 (VFP)

In re:

Springfield Buy Buy Baby, Inc.,

Debtor.

Tax I.D. No. 26-2198387

Chapter 11

Case No. 23-13432 (VFP)

(Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this motion (the “Motion”):

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) authorizing, but not directing, the Debtors to procedurally consolidate and jointly administer these Chapter 11 Cases (as defined herein); and (b) granting related relief. The Debtors request that the Court (as defined herein) maintain one file and one docket for all of the jointly administered cases under the case of Bed Bath & Beyond Inc., Case No. 23-13359 (VFP).²

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on

² Capitalized terms used but not otherwise defined in this Motion shall have the meanings ascribed to them in the *Declaration of Holly Etlin, Chief Restructuring Officer and Chief Financial Officer of Bed Bath & Beyond Inc., in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”). A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors' Chapter 11 Cases is set forth in greater detail in the First Day Declaration, filed contemporaneously herewith and incorporated by reference herein.

September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a) and 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and rules 1015(b) and 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. The Debtors are the largest home goods retailer in the United States, offering everything from bed linens to cookware to home organization, baby care, and more. In addition to their e-commerce website, the Debtors offer merchandise through their Bed Bath & Beyond stores and their buybuy BABY stores with locations across North America. Headquartered in Union, New Jersey, Bed Bath & Beyond Inc. is a publicly traded company that currently employs approximately 14,000 non-seasonal employees.

6. The Debtors commenced these chapter 11 cases (these “Chapter 11 Cases”) to implement a timely and efficient process to maximize the value of the Debtors’ estates for the benefit of all stakeholders. Through these cases, the Debtors will immediately commence an orderly and value-maximizing wind down of their business, while marketing a sale of all or part of their business on a timeline consented to by their prepetition and DIP lenders.

7. On April 23, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrent with the filing of this Motion, the Debtors filed a motion requesting

procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases, and no official committees have been appointed or designated.

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The seventy-four Debtor entities that commenced these Chapter 11 Cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., In re David’s Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. Apr. 17, 2023); *In re Block Fi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Nov. 29, 2022) (directing joint administration of chapter 11 cases); *In re Nat’l Realty Inv. Advisors, LLC*, No. 22-14539 (JKS) (Bankr. D.N.J. June 9, 2022) (same); *In re Alliant Tech., L.L.C.*, No. 21-19748 (JKS) (Bankr. D.N.J. Dec. 23, 2021) (same); *In re Christopher & Banks Corp.*, No. 21-10269 (ABA) (Bankr. D.N.J. Jan. 15, 2021) (same); *In re RTW Retailwinds, Inc.*, No. 20-18445 (JKS) (Bankr. D.N.J. July 15, 2020) (same).³

10. Given the integrated nature of the Debtors’ operations, joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these

³ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

Chapter 11 Cases will affect each Debtor entity. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the District of New Jersey (the “U.S. Trustee”) and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

11. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies. This Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested; rather, parties in interest will benefit from (i) the cost reductions associated with the joint administration of these Chapter 11 Cases and (ii) ease of reference to one main case docket of Bed Bath & Beyond Inc. throughout these Chapter 11 Cases. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their estates, their creditors, and all other parties in interest.

12. The Debtors request that all orders, pleadings, papers, and documents, except proofs of claim, lists, schedules, and statements, shall be filed and docketed in the case number assigned to Bed Bath & Beyond Inc. (the “Lead Case”), bearing the caption as shown in Exhibit 1 to the Order attached hereto. All proofs of claim shall be filed and docketed under the case number representing the estate against which the claim is made, and a creditor of more than one estate shall file a proof of claim in each case in which a claim may be made, and only in the amount that the creditor may make a claim from that estate.

13. The Debtors also seek the Court’s direction that a notation be entered on the docket in each of the Debtors’ Chapter 11 Cases to reflect the joint administration of these cases.

14. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

Waiver of Memorandum of Law

15. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to rule 9013-1(a)(3) of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

No Prior Request

16. No prior request for the relief sought in this Motion has been made to this or any other court.

Notice

17. The Debtors will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: (a) the office of the United States Trustee for the District of New Jersey; (b) the Debtors’ 30 largest unsecured creditors (on a consolidated basis); (c) the agents under the Debtors’ prepetition secured facilities and counsel thereto; (d) the DIP Agent counsel thereto; (e) Davis Polk & Wardwell, LLP, and Greenberg Traurig, LLP, in their capacity as counsel to the Prepetition ABL Agent; (f) the indenture trustee to the Debtors’ Senior Unsecured Notes; (g) the United States Attorney’s Office for the District of New Jersey; (h) the Internal Revenue Service; (i) the U.S. Securities and Exchange Commission; (j) the attorneys general in the states where the Debtors conduct their business operations; (k) the monitor in the CCAA proceeding and counsel thereto; (l) the Debtors’ Canadian Counsel; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter an order, in substantially the form submitted herewith, granting the relief requested herein and such other relief as is just and proper under the circumstances.

Dated: April 23, 2023

/s/ Michael D. Sirota

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Bed Bath & Beyond Inc.,

Debtor.¹

Tax I.D. No. 11-2250488

Chapter 11

Case No. 23-13359 (VFP)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

<p>In re:</p> <p>Alamo Bed Bath & Beyond Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3520408</p>	<p>Chapter 11</p> <p>Case No. 23-13360 (VFP)</p>
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<p>In re:</p> <p>BBBYTF LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-1726838</p>	<p>Chapter 11</p> <p>Case No. 23-13365 (VFP)</p>
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<p>In re:</p> <p>Bed Bath & Beyond of Birmingham Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3520327</p>	<p>Chapter 11</p> <p>Case No. 23-13369 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Bridgewater Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3665533</p>	<p>Chapter 11</p> <p>Case No. 23-13370 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of California Limited Liability Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3612362</p>	<p>Chapter 11</p> <p>Case No. 23-13371 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Davenport Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3694074</p>	<p>Chapter 11</p> <p>Case No. 23-13372 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of East Hanover Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3531176</p>	<p>Chapter 11</p> <p>Case No. 23-13373 (VFP)</p>

<p>In re:</p> <p>Bed Bath & Beyond of Edgewater Inc., Debtor.</p> <p>Tax I.D. No. 22-3463618</p>	<p>Chapter 11</p> <p>Case No. 23-13374 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Falls Church, Inc., Debtor.</p> <p>Tax I.D. No. 22-3282908</p>	<p>Chapter 11</p> <p>Case No. 23-13375 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Fashion Center, Inc., Debtor.</p> <p>Tax I.D. No. 22-3207852</p>	<p>Chapter 11</p> <p>Case No. 23-13376 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Frederick, Inc., Debtor.</p> <p>Tax I.D. No. 22-3590889</p>	<p>Chapter 11</p> <p>Case No. 23-13377 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Gaithersburg Inc., Debtor.</p> <p>Tax I.D. No. 22-3366406</p>	<p>Chapter 11</p> <p>Case No. 23-13378 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Gallery Place L.L.C., Debtor.</p> <p>Tax I.D. No. 26-2188791</p>	<p>Chapter 11</p> <p>Case No. 23-13379 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Knoxville Inc., Debtor.</p> <p>Tax I.D. No. 22-3520403</p>	<p>Chapter 11</p> <p>Case No. 23-13380 (VFP)</p>

<p>In re:</p> <p>Bed Bath & Beyond of Lexington Inc., Debtor.</p> <p>Tax I.D. No. 22-3590888</p>	<p>Chapter 11</p> <p>Case No. 23-13381 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Lincoln Park Inc., Debtor.</p> <p>Tax I.D. No. 22-3308893</p>	<p>Chapter 11</p> <p>Case No. 23-13382 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Louisville Inc., Debtor.</p> <p>Tax I.D. No. 22-3732624</p>	<p>Chapter 11</p> <p>Case No. 23-13383 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Mandeville Inc., Debtor.</p> <p>Tax I.D. No. 22-3665531</p>	<p>Chapter 11</p> <p>Case No. 23-13384 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Opry Inc., Debtor.</p> <p>Tax I.D. No. 22-3700264</p>	<p>Chapter 11</p> <p>Case No. 23-13385 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Overland Park Inc., Debtor.</p> <p>Tax I.D. No. 22-3366404</p>	<p>Chapter 11</p> <p>Case No. 23-13386 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Palm Desert Inc., Debtor.</p> <p>Tax I.D. No. 22-3320152</p>	<p>Chapter 11</p> <p>Case No. 23-13387 (VFP)</p>

<p>In re:</p> <p>Bed Bath & Beyond of Paradise Valley Inc., Debtor.</p> <p>Tax I.D. No. 22-3386576</p>	<p>Chapter 11</p> <p>Case No. 23-13388 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Pittsford Inc., Debtor.</p> <p>Tax I.D. No. 22-3476881</p>	<p>Chapter 11</p> <p>Case No. 23-13389 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Portland Inc., Debtor.</p> <p>Tax I.D. No. 22-3518153</p>	<p>Chapter 11</p> <p>Case No. 23-13390 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Rockford Inc., Debtor.</p> <p>Tax I.D. No. 22-3451065</p>	<p>Chapter 11</p> <p>Case No. 23-13391 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Towson Inc., Debtor.</p> <p>Tax I.D. No. 22-3321854</p>	<p>Chapter 11</p> <p>Case No. 23-13392 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Virginia Beach Inc., Debtor.</p> <p>Tax I.D. No. 22-3452326</p>	<p>Chapter 11</p> <p>Case No. 23-13393 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Waldorf Inc., Debtor.</p> <p>Tax I.D. No. 22-3590890</p>	<p>Chapter 11</p> <p>Case No. 23-13394 (VFP)</p>

<p>In re:</p> <p>Bed Bath & Beyond of Woodbridge Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 22-3531179</p>	<p>Chapter 11</p> <p>Case No. 23-13395 (VFP)</p>
<p>In re:</p> <p>bed 'n bath Stores Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 22-2732034</p>	<p>Chapter 11</p> <p>Case No. 23-13396 (VFP)</p>
<p>In re:</p> <p>Bed Bath & Beyond of Manhattan, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 22-3152956</p>	<p>Chapter 11</p> <p>Case No. 23-13397 (VFP)</p>
<p>In re:</p> <p>Buy Buy Baby of Rockville, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 52-1966272</p>	<p>Chapter 11</p> <p>Case No. 23-13398 (VFP)</p>
<p>In re:</p> <p>Buy Buy Baby of Totowa, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 26-2198098</p>	<p>Chapter 11</p> <p>Case No. 23-13399 (VFP)</p>
<p>In re:</p> <p>Buy Buy Baby, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 52-1942010</p>	<p>Chapter 11</p> <p>Case No. 23-13400 (VFP)</p>
<p>In re:</p> <p>BWAO LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 45-5291562</p>	<p>Chapter 11</p> <p>Case No. 23-13401 (VFP)</p>

<p>In re:</p> <p>Chef C Holdings LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-5106069</p>	<p>Chapter 11</p> <p>Case No. 23-13402 (VFP)</p>
<p>In re:</p> <p>Decorist, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-1344917</p>	<p>Chapter 11</p> <p>Case No. 23-13403 (VFP)</p>
<p>In re:</p> <p>Deerbrook Bed Bath & Beyond Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3590895</p>	<p>Chapter 11</p> <p>Case No. 23-13404 (VFP)</p>
<p>In re:</p> <p>Harmon of Brentwood, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3044214</p>	<p>Chapter 11</p> <p>Case No. 23-13405 (VFP)</p>
<p>In re:</p> <p>Harmon of Caldwell, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2971648</p>	<p>Chapter 11</p> <p>Case No. 23-13406 (VFP)</p>
<p>In re:</p> <p>Harmon of Carlstadt, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 51-0459065</p>	<p>Chapter 11</p> <p>Case No. 23-13407 (VFP)</p>
<p>In re:</p> <p>Harmon of Franklin, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0109738</p>	<p>Chapter 11</p> <p>Case No. 23-13408 (VFP)</p>

<p>In re:</p> <p>Harmon of Greenbrook II, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0109743</p>	<p>Chapter 11</p> <p>Case No. 23-13409 (VFP)</p>
<p>In re:</p> <p>Harmon of Hackensack, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3124535</p>	<p>Chapter 11</p> <p>Case No. 23-13410 (VFP)</p>
<p>In re:</p> <p>Harmon of Hanover, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2985485</p>	<p>Chapter 11</p> <p>Case No. 23-13411 (VFP)</p>
<p>In re:</p> <p>Harmon of Hartsdale, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 16-1622588</p>	<p>Chapter 11</p> <p>Case No. 23-13412 (VFP)</p>
<p>In re:</p> <p>Harmon of Manalapan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2717942</p>	<p>Chapter 11</p> <p>Case No. 23-13413 (VFP)</p>
<p>In re:</p> <p>Harmon of Massapequa, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3819949</p>	<p>Chapter 11</p> <p>Case No. 23-13414 (VFP)</p>
<p>In re:</p> <p>Harmon of Melville, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3785648</p>	<p>Chapter 11</p> <p>Case No. 23-13415 (VFP)</p>

<p>In re:</p> <p>Harmon of New Rochelle, Inc.</p> <p>Debtor.</p> <p>Tax I.D. No. 32-0114673</p>	<p>Chapter 11</p> <p>Case No. 23-13416 (VFP)</p>
<p>In re:</p> <p>Harmon of Newton, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0119775</p>	<p>Chapter 11</p> <p>Case No. 23-13417 (VFP)</p>
<p>In re:</p> <p>Harmon of Old Bridge, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2822762</p>	<p>Chapter 11</p> <p>Case No. 23-13418 (VFP)</p>
<p>In re:</p> <p>Harmon of Plainview, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0244515</p>	<p>Chapter 11</p> <p>Case No. 23-13419 (VFP)</p>
<p>In re:</p> <p>Harmon of Raritan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3785646</p>	<p>Chapter 11</p> <p>Case No. 23-13420 (VFP)</p>
<p>In re:</p> <p>Harmon of Rockaway, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2822765</p>	<p>Chapter 11</p> <p>Case No. 23-13421 (VFP)</p>
<p>In re:</p> <p>Harmon of Shrewsbury, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3248849</p>	<p>Chapter 11</p> <p>Case No. 23-13422 (VFP)</p>

<p>In re:</p> <p>Harmon of Totowa, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3044269</p>	<p>Chapter 11</p> <p>Case No. 23-13423 (VFP)</p>
<p>In re:</p> <p>Harmon of Wayne, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3044316</p>	<p>Chapter 11</p> <p>Case No. 23-13424 (VFP)</p>
<p>In re:</p> <p>Harmon of Westfield, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-0002851</p>	<p>Chapter 11</p> <p>Case No. 23-13425 (VFP)</p>
<p>In re:</p> <p>Harmon of Yonkers, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 56-6620371</p>	<p>Chapter 11</p> <p>Case No. 23-13426 (VFP)</p>
<p>In re:</p> <p>Harmon Stores, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2036555</p>	<p>Chapter 11</p> <p>Case No. 23-13427 (VFP)</p>
<p>In re:</p> <p>Liberty Procurement Co. Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 52-2279383</p>	<p>Chapter 11</p> <p>Case No. 23-13428 (VFP)</p>
<p>In re:</p> <p>Of a Kind, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-2056492</p>	<p>Chapter 11</p> <p>Case No. 23-13429 (VFP)</p>

In re: One Kings Lane LLC, Debtor. Tax I.D. No. 27-1434759	Chapter 11 Case No. 23-13430 (VFP)
In re: San Antonio Bed Bath & Beyond Inc., Debtor. Tax I.D. No. 22-3504701	Chapter 11 Case No. 23-13431 (VFP)
In re: Springfield Buy Buy Baby, Inc., Debtor. Tax I.D. No. 26-2198387	Chapter 11 Case No. 23-13432 (VFP) (Jointly Administered)

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered thirteen (13) through fifteen (15), is

ORDERED.

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Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief

Upon the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to direct the joint administration of the Debtors' Chapter 11 Cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and
(II) Granting Related Relief

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The above-captioned cases hereby are jointly administrated by this Court for procedural purposes only.
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these Chapter 11 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.
4. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of New Jersey shall keep, one consolidated docket, one file, and one consolidated service list for these Chapter 11 Cases.
5. All pleadings, papers, and documents filed in the Lead Case shall bear the caption as shown in **Exhibit 1** attached hereto.
6. The caption shown in **Exhibit 1** attached hereto satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.
7. All lists, schedules, and statements shall be filed and docketed in the specific Debtor's case to which they are applicable.
8. Any party in interest may request joint hearings on matters pending in any of these Chapter 11 Cases.
9. If pleadings, papers, or documents have been filed in any of the above-captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been

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Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and
(II) Granting Related Relief

heard and decided, the party who filed the pleading, paper, or document shall (i) refile the pleading, paper, or document in the Lead Case within three (3) business days of the entry of this Order, (ii) set the pleading, paper, or document for hearing before the judge assigned to the Lead Case, and (iii) notice the hearing to all appropriate parties.

10. The Clerk shall file a copy of this order in the Lead Case and each of the affiliated Debtor cases.

11. The Debtors shall file individual monthly operating reports for each Debtor and such reports shall be docketed in the Lead Case.

12. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

14. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

15. A true copy of this Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

16. This Order shall be effective immediately upon entry.

17. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Exhibit 1

Case Caption

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (*pro hac vice* pending)

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.